



## SAMPLE BULLET POINTS BY PRACTICE AREA: CORPORATE, FINANCE + REAL ESTATE

### **GENERAL:**

- Represent companies and private equity firms in mergers and acquisitions, recapitalizations, equity investments, private placements and related commercial and ancillary matters.
- Draft pertinent agreements and consents and conduct due diligence for mergers of both public and private companies, acquisitions and dispositions of assets and private placement of debt and equity securities.
- Research and draft memoranda on contract, corporate and securities law, drafting service, distributorship and license agreements.
- Draft and review financing documents for venture capital investments.
- Assume primary responsibility for all aspects of due diligence for corporate transactions, including preparing disclosure schedules and coordinating with clients and tax, real estate and other legal specialists.
- Draft corporate documents including charters, bylaws, shareholder agreements, L.L.C. and partnership agreements and various deal-specific ancillary documents, including legal opinions, secretary's certificates, resolutions and side letters.
- Negotiate and draft transactional documents related to financial restructuring, loan and credit agreements, term sheets, legal opinions and other financing documents.
- Advise clients in business and financial restructurings that involve evaluation, negotiation and documentation of financial transactions.
- Create minutes for investment company's quarterly and annual meetings.
- Develop ethics codes and compliance manuals for investment companies; propose revisions to existing codes and manuals.

### **SECURITIES:**

- Prepare SEC disclosure documents, proxy statements and registration statements.
- Negotiate and draft offering documents including prospectuses and offering memoranda.
- Draft and coordinate completion of Directors' and Officers' Questionnaires.
- Draft rule 144 opinions for exemption from registration of certain securities and removal of restrictive legends from stock certificates.
- Coordinate and prepare SEC and Blue-Sky analyses and filings related to equity offerings and employee benefits plans.
- Amend operating and investment management agreements for private equity and hedge funds; draft circulars describing material changes to, and seeking consent of, fund investors.
- Review all types of annual, quarterly and current reports filed with SEC in researching various proposed transactions; prepare corporate profiles for potential buyers of private equity portfolio companies.
- Review proxy statements, annual reports to stockholders, corporate governance documents, earnings and other press releases.

- Research and draft briefs and memoranda regarding a variety of complex issues involving Investment Company Act, Investment Advisers Act, SEC rules, banking rules and other financial services matters.

#### **REAL ESTATE:**

- Coordinate and perform due diligence review of title, survey, leases, environmental reports, financing documents, entity documents, condominium documents, zoning and regulatory compliance and settlement statements.
- Draft and negotiate commitment letters, loan documents, legal opinions and title insurance coverage for lenders and borrowers.
- Negotiate commercial leases, ground leases, subleases, tenant estoppels and subordination and nondisturbance agreements (“SNDAs”).
- Manage closings with borrowers, sellers, outside counsel and title companies in connection with a variety of acquisition and financing transactions.
- Negotiate and coordinate modifications and workouts of commercial real estate lending transactions, including deed-in-lieu of foreclosures, foreclosures and receiverships, modification of loans, note purchase agreements and other restructurings.
- Work closely with other practice groups where acquisition, sale or merger of business entities involves the transfer of real estate assets.
- Assist in representing landlords and tenants in leasing of office and retail space as first-class office properties and shopping centers.

#### **PROJECT FINANCE:**

- Represent commercial banks, institutional lenders, project sponsors and developers in ownership, development, construction, financing, sale and acquisition of domestic energy infrastructure projects.
- Manage closing checklists and assist in drafting power purchase agreements, credit agreements, related security documentation and other deliverables (including consents, legal opinions, secretary’s certificates and closing certificates) in connection with construction and term financings.
- Conduct due diligence, supervise junior attorneys and draft due diligence memoranda in connection with financing, acquisition and sale of independent power projects and other energy-based transactions.
- Represent public utilities, generators, investors and others in the electric and natural gas industry before the Federal Energy Regulatory Commission (FERC) in various capacities (including obtaining approval for transactions and infrastructure projects, litigation, investigations and compliance activity).
- Obtain federal regulatory approvals for energy transactions, including mergers, acquisitions and asset sales.